

**Amendment to the Agreement
Between
Z-Tel Communications, Inc.
and
BellSouth Telecommunications, Inc.
Dated April 18, 2003
Kentucky**

Pursuant to this Amendment, (the "Amendment"), Z-Tel Communications, Inc. ("Z-Tel"), and BellSouth Telecommunications, Inc. ("BellSouth"), hereinafter referred to collectively as the "Parties," hereby agree to amend that certain Interconnection Agreement between the Parties dated April 18, 2003 ("Agreement") to be effective thirty (30) calendar days from the date of the last signature executing the Amendment.

WHEREAS, BellSouth and Z-Tel entered into the Agreement on April 18, 2003, and;

NOW THEREFORE, in consideration of the mutual provisions contained herein and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Parties hereby covenant and agree as follows:

1. Rates identified in Exhibit 1, attached hereto and incorporated herein by this reference, shall be included in Attachment 1 Table 1.
2. All of the other provisions of the Agreement, dated April 18, 2003, shall remain in full force and effect.
3. Either or both of the Parties are authorized to submit this Amendment to the respective state regulatory authorities for approval subject to Section 252(e) of the Federal Telecommunications Act of 1996.

IN WITNESS WHEREOF, the Parties have executed this Amendment the day and year written below.

BellSouth Telecommunications, Inc.

By: 

Name: Kristen E. Rowe

Title: Director

Date: 6/25/04

Z-Tel Communications, Inc.

By: 

Name: DONALD C. DAVES

Title: SE. VICE PRESIDENT

Date: 5/27/04

UNBUNDLED NETWORK ELEMENTS - Kentucky													Attachment: 1		Table: 1		
CATEGORY		RATE ELEMENTS		Interi m	Zone	BCS	USOC	RATES (\$)				Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs. Electronic- 1st	Incremental Charge - Manual Svc Order vs. Electronic- Add'l	Incremental Charge - Manual Svc Order vs. Electronic- Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic- Disc Add'l
								Rec	Nonrecurring		Nonrecurring Disconnect		OSS Rates (\$)				
									First	Add'l	First	Add'l	SOME C	SOMAN	SOMAN	SOMAN	SOMAN
UNBUNDLED EXCHANGE ACCESS LOOP																	
		2-WIRE ANALOG VOICE GRADE LOOP															
		2 Wire Analog Voice Grade Loop-Service Level 1-Line Splitting-Zone 1			1	UEPSR UEPSB	UEALS	10.56	46.66	22.57	26.65	7.65					
		2 Wire Analog Voice Grade Loop-Service Level 1-Line Splitting-Zone 1			1	UEPSR UEPSB	UEABS	10.56	46.66	22.57	26.65	7.65					
		2 Wire Analog Voice Grade Loop- Service Level 1-Line Splitting-Zone 2			2	UEPSR UEPSB	UEALS	15.34	46.66	22.57	26.65	7.65					
		2 Wire Analog Voice Grade Loop- Service Level 1-Line Splitting-Zone 2			2	UEPSR UEPSB	UEABS	15.34	46.66	22.57	26.65	7.65					
		2 Wire Analog Voice Grade Loop-Service Level 1-Line Splitting-Zone 3			3	UEPSR UEPSB	UEALS	31.11	46.66	22.57	26.65	7.65					
		2 Wire Analog Voice Grade Loop-Service Level 1-Line Splitting-Zone 3			3	UEPSR UEPSB	UEABS	31.11	46.66	22.57	26.65	7.65					
LINE SPLITTING																	
END USER ORDERING-CENTRAL OFFICE BASED																	
		Line Splitting - per line activation DLEC owned splitter				UEPSR UEPSB	UREOS	0.61									
		Line Splitting - per line activation BST owned - physical				UEPSR UEPSB	UREBP	0.61	37.02	21.20	21.10	9.87					
		Line Splitting - per line activation BST owned - virtual				UEPSR UEPSB	UREBV	0.61	37.02	21.20	21.10	9.87					
MAINTENANCE																	
		No Trouble Found - per 1/2 hour increments - Basic							80.00	55.00							
		No Trouble Found - per 1/2 hour increments - Overtime							120.00	82.50							
		No Trouble Found - per 1/2 hour increments - Premium							160.00	110.00							
VIRTUAL COLLOCATION																	
		Virtual Collocation-2 Wire Cross Connects (Loop) for Line Splitting				UEPSR UEPSB	VE1LS	0.0309	24.68	23.68	12.14	10.95					
PHYSICAL COLLOCATION																	
		Physical Collocation-2 Wire Cross Connects (Loop) for Line Splitting				UEPSR UEPSB	PE1LS	0.0333	24.68	23.68	12.14	10.95					